

Law Offices of

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16649
RECORDATION NO. FILED 1425

December 12, 1989 DEC 13 1989 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

9-347A003

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are three (3) original counterparts of Memorandum of Lease Agreement dated as of November 28, 1989 (the "Memorandum") between General Electric Company, a New York corporation (the "Lessee") and Citicorp Railmark, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to that certain Lease Agreement dated November 28, 1989 between the Lessor and the Lessee. Said Memorandum is a primary document, not previously recorded, and should be recorded under a new recordation number.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor: Citicorp Railmark, Inc.
601 Midland Avenue
Rye, New York 10580

Lessee: General Electric Company
3135 Eastern Turnpike
Fairfield, Connecticut 06431

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

CHAPMAN AND CUTLER

A short summary of the enclosed secondary document to appear in the Index
is as follows:

"Covers one hundred and eight (108) covered hopper cars"

Very truly yours,

CHAPMAN AND CUTLER

By

A handwritten signature in dark ink, appearing to read 'D.B. McMullen', written over a horizontal line.

David B. McMullen

DBM/srv
Enclosures

EXHIBIT A

Quantity

108

Size of Cars

covered hopper cars

Car Numbers

BWCX 1198-1305

Interstate Commerce Commission
Washington, D.C. 20423

12/15/89

OFFICE OF THE SECRETARY

David B. McMullen, Esq.
Chapman & Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/13/89 at 11:55am and assigned recordation number(s). 16649

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

16649
RECORDED BY
DEC 13 1989 - 11 55 AM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement for one hundred and eight (108) covered hopper cars made and entered into as of November 28, 1989 by and between CITICORP RAILMARK, INC., a Delaware corporation, ("Lessor") and GENERAL ELECTRIC COMPANY, a New York corporation (the "Lessee").

W I T N E S S E T H

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor pursuant to that certain Railcar Net Leasing Agreement dated November 28, 1989 ("Lease Agreement") by and between the Lessor and the Lessee one hundred and eight (108) covered hopper cars bearing the railroad reporting markings set forth on Exhibit A.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CITICORP RAILMARK, INC.

By: [Signature]
Its: VICE President

GENERAL ELECTRIC COMPANY

By: [Signature]
Its: Vice President & General Manager

[Signature]

STATE OF NEW YORK)
) SS.
COUNTY OF WESTCHESTER)

On this 6th day of ^{December}~~November~~, 1989, before me personally appeared James S. Archibald to me personally known, who being by me duly sworn, says that he is a Vice President of CITICORP RAILMARK, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.



Notary Public


ROBERT R. GOLDBERG
Notary Public, State of New York
No 4690571
Qualified in Westchester County
Commission Expires November 30, 1989

[SEAL]

Commission expires: 11/30/91

Commonwealth
~~STATE~~ OF Massachusetts)
) SS.
COUNTY OF Berkshire)

December
On this 4th day of ~~November~~, 1989, before me personally appeared William H. Westendorf to me personally known, who being by me duly sworn, says that ~~he~~ is the Mfg. GM & VP of GENERAL ELECTRIC COMPANY, that the foregoing instrument was signed on behalf of said corporation, and ~~he~~ acknowledged that the execution of said instrument was his/~~her~~ free act and deed.



Notary Public
Jane M. Z. Langer
Comm. Expires July 6, 1995

[SEAL]

Commission expires:
July 6, 1995

EXHIBIT A

Quantity

108

Size of Cars

covered hopper cars

Car Numbers

BWCX 1198-1305